

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

After Filing Return To:
CT CORPORATION
 17 South High Street
 Columbus, OH 43215

Return to Jim Little & Associates

 RECEIVED & FILED
 W.E. DAVIS
 CLERK
 DESOTO COUNTY
 HERNANDO, MISS.

182-7-01

Jul 23 8 34 AM '01

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

Tower Ventures III, LLC

OR 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

4091 Viscount Avenue

CITY

Memphis

STATE

TN

POSTAL CODE

38118

COUNTRY

USA

1d. TAX ID #, SSN OR EIN

62-1798076

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

LLC

1f. JURISDICTION OF ORGANIZATION

Tennessee

1g. ORGANIZATIONAL ID #, if any

03078349

☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. TAX ID #, SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

First Tennessee Bank National Association

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

4385 Poplar Avenue

CITY

Memphis

STATE

TN

POSTAL CODE

38117

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit "A" attached hereto and made a part hereof as though set out verbatim herein for the property pledged, all of which is part of, derived from or located upon that real property located in DeSoto County, Mississippi and being more particularly described in Exhibit "B" attached hereto and made a part hereof as though set out verbatim herein.

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAIOL ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

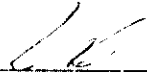
DeSoto County, MS

11-116550760-02-110

Return to Jim Little & Associates

Signature of Debtor:

TOWER VENTURES III, LLC

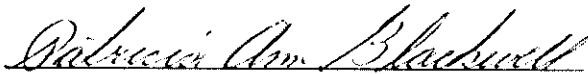


William E. Orgel
Chief Manager

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Before me, a Notary Public in and for said county, personally appeared William E. Orgel, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager of Tower Ventures III, LLC, the within named Debtor, a limited liability company, and that he as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Chief Manager.

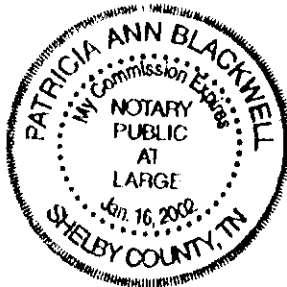
WITNESS MY HAND AND SEAL, at office, this 19th day of July, 2001.



NOTARY PUBLIC

My Commission Expires:

1-16-2003



UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME Tower Ventures III, LLC		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
11c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY
11d. TAX ID #, SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION
		11g. ORGANIZATIONAL ID #, if any	
		<input type="checkbox"/> NONE	

12. ☐ ADDITIONAL SECURED PARTY'S ☐ or ☐ ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
12c. MAILING ADDRESS		CITY	STATE
		POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

See Exhibit "B"

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years

H-4650740-02 7/10

Exhibit "A"

- (a) All heating, plumbing, lighting, water heating, incinerating, ventilating and air conditioning equipment, shade, awnings, blinds, drapes and draperies, linoleum, rugs and carpeting, all furniture, furnishings, transmitters, receivers, communication equipment, electronic equipment, and fixtures (whether or not so attached to the realty as to become a part thereof) and all other intangible personal property located of every kind and character now or at any time hereafter located in or on the building and improvements on the property described in Exhibit "B" attached hereto, together with all situations, additions, and accessions to any and all of the foregoing, and exchanges and replacements of any and all of the foregoing;
- (b) All building materials now or hereafter located on said real property, prior to incorporation of said building materials in the improvements on said real property;
- (c) All plans and specifications related to the property and any and all improvements now existing or hereafter to be constructed on the property;
- (d) All rents, incomes, profits, revenues, royalties, bonuses, rights, accounts, contract rights, licenses, general intangibles, and benefits under any and all lease or tenancies now existing or hereafter created of the real property described in Exhibit "B", any improvements thereon or any part thereof;
- (e) All leases and subleases covering the property described in Exhibit "B" or any portion thereof now or hereafter existing or entered into and all rights and interests thereunder, including, without limitations, all cash or security deposits, advance rentals, guarantees and deposits or similar nature;
- (f) All judgements, awards of damages, and settlements hereafter made as a result of or in lieu of any taking of said real property and improvement, or any part thereof or interests therein under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to said real property or improvements thereon or any part thereof or interest therein, including any award for change of grade of streets;
- (g) All proceeds of hazard or other insurance policies maintained with respect to any collateral described in subparagraphs (a) and (b) above or with respect to the improvements now or hereafter located on said real property (whether or not First Tennessee Bank National Association is loss payee thereof);
- (h) All proceeds of any and all of the foregoing collateral.

Exhibit "A"

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Although proceeds are covered, First Tennessee National Association does not authorize the sale or other transfer of any of the collateral or the transfer of any interest in the collateral; in each case, whether now owned or hereafter acquired by Grantor (Debtor) and howsoever the interest of Grantor (Debtor) therein may arise or appear (whether by ownership, lease, security interest, claim, or otherwise).

Collateral is kept at the following address:

1. 500 Bowdry Road, Lake Cormorant, MS 38641
2. 8720 Northwest Dr., Southaven, MS 38671

Exhibit "B"

The Leased Premises is described and/or depicted as follows:

A parcel consisting of 0.128 Acres, which is part of the property located at 8710 Northwest Drive, Southaven, MS DeSoto County, Mississippi;

DESCRIPTION (PROPOSED LEASE PARCEL):

Description of Proposed Lease Parcel being a part of Lot 2, N.W.C.C. Commercial Subdivision recorded in Plat Book 58, Page 27 and being located in Section 24, Township 1 South, Range 8 West, Southaven, DeSoto County, Mississippi:

Commencing at a found t-post in the west right-of-way line of Interstate Highway No. 55 (150' R.O.W.), said point being the northeast corner of Lot 2, N.W.C.C. Commercial Subdivision recorded in Plat Book 58, Page 27; thence south 03 degrees 49 minutes 52 seconds east with the west right-of-way line of said Interstate Highway No. 55, 56.47 feet to a set ½" rebar with plastic cap, said point being the northeast corner of the Proposed Lease Parcel and the Point of Beginning; thence continuing south 03 degrees 49 minutes 52 seconds east with the west right-of-way line of said Interstate Highway No. 55, 107.71 feet to a set ½" rebar with plastic cap; thence across said Lot 2 of said Subdivision recorded in Plat Book 58, Page 27 the following calls: south 82 degrees 43 minutes 11 seconds west, 62.89 feet to a set pk-nail; north 09 degrees 29 minutes 58 seconds west, 59.50 feet to a set pk-nail; north 48 degrees 52 minutes 40 seconds east, 86.30 feet to the point of beginning and containing 5,567 square feet or 0.128 acres of land.

DESCRIPTION (PROPOSED 20' WIDE ACCESS EASEMENT):

Description of Proposed 20' Wide Access Easement across part of Lot 2, N.W.C.C. Commercial Subdivision recorded in Plat Book 58, Page 27 and being located in Section 24, Township 1 South, Range 8 West, Southaven, DeSoto County, Mississippi:

Commencing at a set ½" rebar with plastic cap in the west right-of-way line of Interstate Highway No. 55 (150' R.O.W.), said point being the northeast corner of the above described Proposed Lease Parcel; thence south 48 degrees 52 minutes 40 seconds west across part of Lot 2, N.W.C.C. Commercial Subdivision recorded in Plat Book 58, Page 27 and with the north line of said Proposed Lease Parcel, 60.80 feet to the Point of Beginning; thence continuing south 48 degrees 52 minutes 40 seconds west across part of Lot 2, N.W.C.C. Commercial Subdivision recorded in Plat Book 58, Page 27 and with the north line of said Proposed Lease Parcel, 23.59 feet to a point; thence across said Lot 2 of said Subdivision recorded in Plat Book 58, Page 27 the following calls: north 09 degrees 05 minutes 47 seconds west, 60.64 feet; south 79 degrees 48 minutes 57 seconds west, 491.80 feet to a point in the east line of Brandywine Drive (Northwest Drive) (70' R.O.W.); thence north 02 degrees 27 minutes 41 seconds west with the east line of said Brandywine Drive, 20.18 feet; thence across said Lot 2 of said Subdivision recorded in Plat Book 58, Page 27 the following calls: north 79 degrees 48 minutes 57 seconds east, 509.47 feet; south 09 degrees 05 minutes 47 seconds east, 68.52 feet to the point of beginning and containing 11,304 square feet or 0.260 acres of land.

Address of said property: 8720 Nothwest Drive, Southaven, MS 38671
 Owner of record: City of Southaven, 8710 Northwest Drive, Southaven, MS 38671

Exhibit 'B'

The Leased Premises is described and/or depicted as follows:

Description of Proposed Lease Parcel being a part of the Detroit McGowan property recorded in Book 87, Page 495 and being located in the Southwest Quarter of the Northeast Quarter of Section 33, Township 2 South, Range 9 West, DeSoto County, Mississippi:

Commencing at a found 1" pipe, said point being the southeast corner of the Detroit McGowan property recorded in Book 87, Page 495; thence north 41 degrees 45 minutes 48 seconds west across said property recorded in Book 87, Page 495, 757.34 feet to a set ½" rebar with plastic cap, said point being the southeast corner of the Proposed Lease Parcel and the Point of Beginning; thence across said property recorded in Book 87, Page 495 the following calls: north 89 degrees 09 minutes 49 seconds west, 100.00 feet to a set ½" rebar with plastic cap; north 00 degrees 50 minutes 11 seconds east, 100.00 feet to a set ½" rebar with plastic cap; south 89 degrees 09 minutes 49 seconds east, 100.00 feet to a set ½" rebar with plastic cap; south 00 degrees 50 minutes 11 seconds west, 100.00 feet to the point of beginning and containing 10,000 square feet or 0.230 acres of land.

DESCRIPTION (PROPOSED 20' WIDE ACCESS EASEMENT NO. 1):

Description of Proposed 20' Wide Access Easement No. 1 across part of the Detroit McGowan property recorded in Book 87, Page 495 and being located in the Southwest Quarter of the Northeast Quarter of Section 33, Township 2 South, Range 9 West, DeSoto County, Mississippi: Beginning at a set ½" rebar with plastic cap, said point being the southeast corner of the above described Proposed Lease Parcel; thence north 00 degrees 50 minutes 11 seconds east with the east line of said Proposed Lease Parcel, 24.45 feet; thence southwardly across the Detroit McGowan property recorded in Book 87, Page 495 the following calls: south 54 degrees 03 minutes 16 seconds east, 179.42 feet; south 53 degrees 36 minutes 05 seconds west, 79.63 feet; south 59 degrees 40 minutes 35 seconds west, 124.98 feet; south 64 degrees 08 minutes 21 seconds west, 77.58 feet; south 82 degrees 13 minutes 57 seconds west, 41.61 feet; south 60 degrees 12 minutes 30 seconds west, 15.26 feet to a point in the east line of the Celestine Dye property recorded in Book 279, Page 725; thence north 00 degrees 50 minutes 11 seconds east with the east line of said property recorded in Book 279, Page 725, 23.24 feet; thence westwardly across said property recorded in Book 87, Page 495 the following calls: north 60 degrees 12 minutes 30 seconds east, 73.61 feet; north 59 degrees 40 minutes 35 seconds east, 123.14 feet; north 54 degrees 03 minutes 16 seconds west, 138.01 feet to the point of beginning and containing 9,541 square feet or 0.219 acres of land.

DESCRIPTION (PROPOSED 20' WIDE ACCESS EASEMENT NO. 3):

Description of Proposed 20' Wide Access Easement No. 3 across part of the Detroit McGowan property recorded in Book 87, Page 495 and being located in the Southwest Quarter of the Northeast Quarter of Section 33, Township 2 South, Range 9 West, DeSoto County, Mississippi: Commencing at a found 3/8" rebar, said point being the northwest corner of the Celestine Dye property recorded in Book 279, Page 725; thence south 00 degrees 50 minutes 11 seconds west with the west line of said property recorded in Book 279, Page 725, 342.06 feet to the Point of Beginning; thence continuing south 00 degrees 50 minutes 11 seconds west with the west line of said property recorded in Book 279, Page 725, 21.36 feet; thence westwardly across said property recorded in Book 279, Page 725 the following calls: south 70 degrees 18 minutes 34 seconds west, 144.50 feet; north 82 degrees 58 minutes 47 seconds west, 80.65 feet; south 68 degrees 13 minutes 19 seconds west, 30.61 feet; south 41 degrees 56 minutes 23 seconds west, 38.96 feet to a point in the south line of the Detroit McGowan property recorded in Book 87, Page 495; thence north 89 degrees 09 minutes 49 seconds west with the south line of said property recorded in Book 87, Page 495, 26.54 feet; thence eastwardly across said property recorded in Book 87, Page 495 the following calls: north 41 degrees 56 minutes 23 seconds east, 61.08 feet; north 68 degrees 13 minutes 19 seconds east, 40.41 feet; south 82 degrees 58 minutes 47 seconds east, 81.04 feet; north 70 degrees 18 minutes 34 seconds east, 147.24 feet to the point of beginning and containing 6,245 square feet or 0.143 acres of land.

DESCRIPTION (PROPOSED 30' WIDE UTILITY EASEMENT NO. 1):

Description of Proposed 30' Wide Utility Easement No. 1 across part of the Detroit McGowan property recorded in Book 87, Page 495 and being located in the Southwest Quarter of the Northeast Quarter of Section 33, Township 2 South, Range 9 West, DeSoto County, Mississippi: Beginning at a set ½" rebar with plastic cap, said point being the southwest corner of the above described Proposed Lease Parcel; thence south 89 degrees 09 minutes 49 seconds west with the south line of said Proposed Lease Parcel, 35.13 feet; thence south 32 degrees 11 minutes 52 seconds west across the Detroit McGowan property recorded in Book 87, Page 495, 158.10 feet to a point in the east line of the Celestine Dye property recorded in Book 279, Page 725; thence north 00 degrees 50 minutes 11 seconds east with the east line of said property recorded in Book 279, Page 725, 24.05 feet to a found 3/8" rebar, said point being the northeast corner of said property recorded in Book 279, Page 725; thence north 89 degrees 09 minutes 49 seconds west with the north line of said property recorded in Book 279, Page 725, 20.48 feet; thence north 32 degrees 11 minutes 52 seconds east across said property recorded in Book 87, Page 495, 129.94 feet to the point of beginning and containing 4,074 square feet or 0.094 acres of land.

Address of said property: 500 Bowdry Road, Lake Cormorant, MS 38641

Owner of record: Detroit McGowan, 9500 Green River Road, Lake Cormorant, MS 38641